



ಹಿಂದೂಸ್ತಾನ್ ಏರೋನಾಟಿಕ್ಸ್ ಲಿಮಿಟೆಡ್
ಪ್ರಧಾನ ಕಛೇರಿ
ಹಿಂದುಸ್ತಾನ ಏರೋನಾಟಿಕ್ಸ್ ಲಿಮಿಟೆಡ್
ಮುಖ್ಯಾಲಯ
HINDUSTAN AERONAUTICS LIMITED
CORPORATE OFFICE

CO/SEC/4(7)/2019/ BSE & NSE Filing/23

19th September, 2019

BSE Limited Listing Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	National Stock Exchange of India Ltd Listing Department Exchange Plaza, 5 th Floor, Plot No C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai – 400051
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Dear Sir/ Madam,

**Sub: Proceedings of 56th Annual General Meeting of the Company
held on 18th September, 2019**

Ref: BSE Scrip Code: 541154, NSE Symbol: HAL

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the summary of proceedings of the 56th Annual General Meeting (AGM) held on 18th September, 2019.

2. This is for your information and record, please.

Thanking you,

Yours Faithfully
For Hindustan Aeronautics Ltd

(G V Sessa Reddy)
Company Secretary & Compliance Officer

15/1, ಕಬ್ಬನ್ ರೋಡ್, ಬೆಂಗಳೂರು - 560 001, ಕರ್ನಾಟಕ, ಭಾರತ, 15/1, ಕಬ್ಬನ್ ರೋಡ್, ಬೆಂಗಳೂರು - 560 001, ಕರ್ನಾಟಕ, ಭಾರತ

15/1, Cubbon Road, Bangalore - 560 001, Karnataka, India

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CIN: L35301KA1963GOI001622



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CORPORATE OFFICE

SUMMARY OF PROCEEDINGS OF 56TH ANNUAL GENERAL MEETING

The 56th Annual General Meeting (AGM) of the Members of Hindustan Aeronautics Limited was held on Wednesday, 18th September, 2019 at 4.00 P.M. at Dr. V.M. Ghatge Convention Centre, Hindustan Aeronautics Limited, next to HAL Heritage & Aerospace Museum, Old Airport Road, Marathalli Post, Bengaluru - 560 037.

The meeting commenced at 1600 Hrs and concluded at 1745 Hrs.

The following Directors were present:

1.	Shri R Madhavan	Chairman and Managing Director
2.	Shri V. M. Chamola	Director (HR)
3.	Shri Arup Chatterjee	Director (Engg.& R&D)
4.	Shri C B Ananthakrishnan	Director (Finance) & CFO
5.	Shri M S Velpari	Director (Operations)
6.	Ms. Dipali Khanna	Independent Director, Chairman of Audit Committee, Chairman of Nomination & Remuneration Committee
7.	Dr. J K Bajaj,	Independent Director
8.	Shri Siddharth	Independent Director, Chairman of the Stakeholders Relationship Committee
9.	Shri Anil Kumar	Independent Director
10.	Shri Neelakanta Iyer R	Independent Director
11.	Rear Admiral K C Sekhar AVSM, VSM (Retd.)	Independent Director
12.	Dr. S Malla Reddy	Independent Director

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In attendance:

1	Shri G V Sessa Reddy	Company Secretary
2	Shri Thirupal Gorige	Designated Partner. M/s Thirupal Gorige & Associates LLP (Scrutinizer) Practicing Company Secretary
3	Shri N R Suresh	Partner, Maharaj N R Suresh & Co, Chartered Accountants
4	Shri S. Viswanathan,	Secretarial Auditor

Shri R Madhavan, Chairman and Managing Director, chaired the proceedings of the Meeting. He informed to the members that Shri Chandraker Bharti and Dr. Tessy Thomas, Govt. Nominee Directors expressed their inability to attend the meeting due to some unavoidable reasons.

Shri S.R. Agrawal, Director (Aero), DDP, Ministry of Defence representative of the President of India attended the meeting. Other Senior Executives of the Company were also present by invitation.

The details of number of shareholders present in the meeting are as follows:

In Person	165
Through Proxy	1

The Chairman called the meeting to order as requisite quorum was present. The Chairman addressed the members and briefed about the operations and performance of the Company.

With the permission of the members present at the meeting, the Notice convening the AGM, the Report of Board of Directors, Auditor's Report and comments of Comptroller & Auditor General of India were taken as read.

The Chairman, thereafter informed the shareholders that e-voting facility has been provided to all members to vote electronically. The remote e-voting period commenced on Saturday, the 14th September, 2019 (9.00 A.M. IST) and ended on Tuesday, the 17th September, 2019 (5.00 P.M. IST). He further informed that facility for voting through electronic voting system (Insta-poll facility) was made available at the venue of the meeting for members who have not casted their vote through remote e-voting facility.

The Company had appointed M/s Thirupal Gorige & Associates LLP, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and Insta poll at the AGM.

Clarifications were provided to the queries raised by the members.



Thereafter, the following items of business, as per the Notice of AGM were transacted:

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2019, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller & Auditor General of India. (Ordinary Resolution)
2. To confirm payment of Interim dividend of Rs.19.80 per equity share paid in April, 2019 as final dividend for the financial year 2018-19. (Ordinary Resolution)
3. To appoint a Director in place of Shri Arup Chatterjee, (DIN - 08139347) who retires by rotation and being eligible, offers himself for re-appointment.(Ordinary Resolution)
4. To appoint a Director in place of Shri C B Ananthakrishnan, (DIN - 06761339) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
5. To appoint a Director in place of Shri Chandraker Bharti, (DIN - 02599261) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
6. To fix remuneration of Statutory Auditors for the financial year 2019-20.
7. Appointment of M.S. Velpari (DIN: 08516652) as Director (Operations) who was appointed as an Additional Director and designated as Director (Operations) of the Company by the Board of Directors with effect from 1st August, 2019. (Ordinary Resolution)
8. Ratification of the remuneration payable to the Cost auditor for the Financial Year 2018-19. (Ordinary Resolution)
9. Alteration of the Article 114 of the Articles of Association of the Company.(Special Resolution)
10. Re-appointment of Ms. Dipali Khanna, as Part-Time Non-Official (Independent) Woman Director of the Company.(Special Resolution)

The Chairman informed the members that results of e-voting will be declared within 48 Hrs from the conclusion of the meeting and uploaded on the website of the Company and Karvy Fintech Private Limited, the

agency providing e-voting facility. The result will also be informed to the Stock Exchanges viz. the BSE Ltd and National Stock Exchange of India Ltd. where the shares of the Company are listed.

After conclusion of the voting process, the meeting ended with a vote of thanks to chair.

Note: The above should not be construed to be the minutes of the proceedings of the 56th Annual General Meeting of the Company.

By Order of the Board of Directors
For Hindustan Aeronautics Limited



(G V Sessa Reddy)
Company Secretary

Place: Bengaluru
Date: 19.09.2019